

**United States Bankruptcy Court
Southern District of New York**

In re: DPH Holdings Corp., et al.

Case No. 05-44481 (RDD)

TRANSFER OF CLAIMS OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. §1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(c)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Credit Suisse Loan Funding LLC

Pension Benefit Guaranty Corporation

Name of Transferee

Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): N/A

Credit Suisse Loan Funding LLC
Eleven Madison Avenue, 5th Floor
New York, New York 10010
Attn: Gil Golan
Tel: 212-325-2175
Fax: 212-743-4953
Email: Gil.Golan@credit-suisse.com

Amount of Claim: PBGC General Unsecured Claim in the amount of \$3,000,000,000.00 (as more fully described in the attached Evidence of Transfer of Claim)

Date Claim Filed: N/A

Phone: 212-325-2175

with a copy to :

Last Four Digits of Acct. #: _____

Credit Suisse Loan Funding LLC
Eleven Madison Avenue, 5th Floor
New York, New York 10010
Attn: Ashwinee Sawh
Tel: 212-538-2905
Fax: 212-442-5185
Email: Ashwinee.Sawh@credit-suisse.com

Last Four Digits of Acct. #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

CREDIT SUISSE LOAN FUNDING LLC

By: 
Transferee/Transferee's Agent

Date: 4/18/11

Authorized Signatory
By: 
Transferee/Transferee's Agent

Date: 4/18/11

Authorized Signatory

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**United States Bankruptcy Court
Southern District of New York**

In re: DPH Holdings Corp., et al.

Case No. 05-44481 (RDD)

TRANSFER OF CLAIMS OTHER THAN FOR SECURITY

A CLAIM was filed or deemed filed under 11 U.S.C. §1111(a) in this case by the alleged transferor. As evidence of the transfer of those claims, the transferee filed a Transfer of Claim other than for Security in the Clerk's office of this court on

Pension Benefit Guaranty Corporation	Credit Suisse Loan Funding LLC
Name of Alleged Transferor	Name of Transferee
Address of Alleged Transferor:	Address of Transferee:
Pension Benefit Guaranty Corporation 1200 K Street, N.W. Washington, D.C. 20005-4026 Fax: 202-326-4044 Attn: Chief Financial Officer	Credit Suisse Loan Funding LLC Eleven Madison Avenue, 5 th Floor New York, New York 10010 Attn: Gil Golan Tel: 212-325-2175 Fax: 212-743-4953 Email: Gil.Golan@credit-suisse.com
with a copy to:	with a copy to:
Pension Benefit Guaranty Corporation 1200 K Street, N.W. Washington, D.C. 20005-4026 Fax: 202-326-4112 Attn: Chief Counsel	Credit Suisse Loan Funding LLC Eleven Madison Avenue, 5 th Floor New York, New York 10010 Attn: Ashwinee Sawh Tel: 212-538-2905 Fax: 212-442-5185 Email: Ashwinee.Sawh@credit-suisse.com

~~DEADLINE TO OBJECT TO TRANSFER~~

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty-one (21) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, PENSION BENEFIT GUARANTY CORPORATION ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Credit Suisse Loan Funding LLC ("Assignee"), and Assignee hereby purchases and acquires, all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's PBGC General Unsecured Claim (as defined in the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) dated December 10, 2007, as modified on January 25, 2008, June 16, 2009 and July 30, 2009, hereinafter referred to as the "Plan") in the amount and only to the extent of \$3,000,000,000.00 (the "Claim") against Delphi Corporation and certain affiliates (n/k/a DPH Holdings Co. and certain affiliates) (the "Debtors"), in In re DPH Holdings Corp., et al., Chapter 11 Case No. 05-44481 (RDD) (jointly administered) in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing Claim to such extent. Notwithstanding anything herein to the contrary, Assignor is not selling, transferring or assigning, and Assignee is not purchasing or acquiring, (i) any right, title, interest or recovery of Assignor in, to or relating to the GM-PBGC Agreement (as defined in the Plan) or the consideration set forth therein, (ii) other than with respect to enforcing the Claim or the rights thereunder, any claims against any person or entity other than the Debtors which filed the Plan or (iii) rights, benefits or obligations in, to or relating to the Delphi-PBGC Settlement Agreement (as defined in the Plan) other than with respect to allowance and distributions on account of the Claim and enforcement of such allowance and distributions on account of the Claim.

Assignor hereby waives any objection to the transfer of the Claim to Assignee to the extent set forth above on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law with respect to transfer of the Claim to such extent. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim to the extent set forth above and recognizing the Assignee as the sole owner and holder of the Claim to such extent. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim to such extent, and all payments or distributions of money or property in respect of Claim to such extent, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 15th
day of April, 2011.

PENSION BENEFIT GUARANTY CORPORATION

By: Patricia Kelly
Name: Patricia Kelly
Title: Chief Financial Officer

CREDIT SUISSE LOAN FUNDING LLC

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

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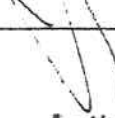
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 15th
day of April, 2011.

PENSION BENEFIT GUARANTY CORPORATION

By: _____
Name:
Title:

CREDIT SUISSE LOAN FUNDING LLC

By:  _____
Name: Douglas DiBella
Title: Authorized Signatory

By:  _____
Name: Ian Landow
Title: Authorized Signatory

Evidence of Transfer of Claim